

FORM D

Notice of Exempt
Offering of Securities

MAR 09 2009

Washington, DC
U.S. Securities and Exchange Commission
Washington, DC 20549

(See Instructions beginning on page 5)

1430125

OMB APPROVAL

OMB Number: 3235-0076

Expires: March 31, 2009

Estimated average burden
hours per response: 4.00

Intentional misstatements or omissions of fact constitute federal criminal violations. See 18 U.S.C. 1001.

Item 1. Issuer's Identity

| | | |
|---|---|---|
| Name of Issuer Highlander Partners Healthcare Fund LP | Previous Name(s) <input checked="" type="checkbox"/> None <input type="text"/> | Entity Type (Select one) <input type="checkbox"/> Corporation <input checked="" type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input type="checkbox"/> Business Trust <input type="checkbox"/> Other (Specify) <input type="text"/> |
| Jurisdiction of Incorporation/Organization Delaware | <input type="text"/> | |
| Year of Incorporation/Organization (Select one) <input type="radio"/> Over Five Years Ago <input checked="" type="radio"/> Within Last Five Years (specify year) 2006 <input type="radio"/> Yet to Be Formed | <input type="text"/> | <input type="text"/> |

(If more than one issuer is filing this notice, check this box ☐ and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).)

Item 2. Principal Place of Business and Contact Information

| | | | |
|--|--------------------------------------|---------------------------------|------------------------------------|
| Street Address 1 303 West Capitol Avenue | Street Address 2 Suite 345 | | |
| City Little Rock | State/Province/Country AR | ZIP/Postal Code 72201 | Phone No. (501) 801-9050 |

Item 3. Related Persons

| | | |
|--|--------------------------------------|-------------------------------------|
| Last Name Highlander Partners Healthcare Fund GP LP | First Name <input type="text"/> | Middle Name <input type="text"/> |
| Street Address 1 303 West Capitol Avenue | Street Address 2 Suite 345 | |
| City Little Rock | State/Province/Country AR | ZIP/Postal Code 72201 |
| Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter | | |
| Clarification of Response (If Necessary) General Partner of the Issuer | | |

Item 4. Industry Group (Select one)

| | | |
|---|--|---|
| <input type="radio"/> Agriculture | <input type="radio"/> Business Services | <input type="radio"/> Construction |
| <input checked="" type="radio"/> Banking and Financial Services | <input type="radio"/> Energy | <input type="radio"/> REITS & Finance |
| <input type="radio"/> Commercial Banking | <input type="radio"/> Electric Utilities | <input type="radio"/> Residential |
| <input type="radio"/> Insurance | <input type="radio"/> Energy Conservation | <input type="radio"/> Other Real Estate |
| <input type="radio"/> Investing | <input type="radio"/> Coal Mining | <input type="radio"/> Retailing |
| <input type="radio"/> Investment Banking | <input type="radio"/> Environmental Services | <input type="radio"/> Restaurants |
| <input checked="" type="radio"/> Pooled Investment Fund | <input type="radio"/> Oil & Gas | <input type="radio"/> Technology |
| If selecting this industry group, also select one fund Type below and answer the question below: | <input type="radio"/> Other Energy | <input type="radio"/> Computers |
| <input type="radio"/> Hedge Fund | <input type="radio"/> Health Care | <input type="radio"/> Telecommunications |
| <input type="radio"/> Private Equity Fund | <input type="radio"/> Biotechnology | <input type="radio"/> Other Technology |
| <input type="radio"/> Venture Capital Fund | <input type="radio"/> Health Insurance | <input type="radio"/> Travel |
| <input checked="" type="radio"/> Other Investment Fund | <input type="radio"/> Hospitals & Physicians | <input type="radio"/> Airlines & Airports |
| Is the issuer registered as an investment Company under the Investment Company Act of 1940? <input type="radio"/> Yes <input checked="" type="radio"/> No | <input type="radio"/> Pharmaceuticals | <input type="radio"/> Lodging & Conventions |
| <input type="radio"/> Other Banking & Financial Services | <input type="radio"/> Other Health Care | <input type="radio"/> Tourism & Travel Services |
| | <input type="radio"/> Manufacturing | <input type="radio"/> Other Travel |
| | <input type="radio"/> Real Estate | <input type="radio"/> Other |
| | <input type="radio"/> Commercial | |

FORM DU.S. Securities and Exchange Commission
Washington, DC 20549**Item 5. Issuer Size (Select one)**Revenue Range (for issuer not specifying "hedge"
or "other investment" fund in Item 4 above)

- ☐ No Revenues
- ☐ \$1 - \$1,000,000
- ☐ \$1,000,001 - \$5,000,000
- ☐ \$5,000,001 - \$25,000,000
- ☐ \$25,000,001 - \$100,000,000
- ☐ Over \$1,000,000,000
- ☐ Decline to Disclose
- ☐ Not Applicable

OR

Aggregate Net Asset Value Range (for issuer
specifying "hedge" or "other investment" fund in
Item 4 above)

- ☐ No Aggregate Net Asset Value
- ☐ \$1 - \$5,000,000
- ☐ \$5,000,001 - \$25,000,000
- ☐ \$25,000,001 - \$50,000,000
- ☐ \$50,000,001 - \$100,000,000
- ☐ Over \$1,00,000,000
- ☒ Decline to Disclose
- ☐ Not Applicable

Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)

- | | | |
|--|---|---|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input checked="" type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(9) |
| <input type="checkbox"/> Rule 504(b)(1)(i) | <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504(b)(1)(ii) | <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Rule 504(b)(1)(iii) | <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(12) |
| <input type="checkbox"/> Rule 505 | <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(13) |
| <input checked="" type="checkbox"/> Rule 506 | <input type="checkbox"/> Section 3(c)(6) | <input type="checkbox"/> Section 3(c)(14) |
| <input type="checkbox"/> Securities Act Section 4(6) | <input type="checkbox"/> Section 3(c)(7) | |

Item 7. Type of Filing☐ New Notice OR ☒ Amendment

Date of First Sale in this Offering:

N/A

OR

☐ First Sale Yet to Occur**Item 8. Duration of Offering**Does the issuer intend this offering to last more than one year? ☒ Yes ☐ No**Item 9. Type(s) of Securities Offered (Select all that apply)**

- | | |
|---|---|
| <input checked="" type="checkbox"/> Equity | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt | <input type="checkbox"/> Tenant-in-Common Securities |
| <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security | <input type="checkbox"/> Mineral Property Securities |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (Describe) |

Item 10. Business Combination TransactionIs this offering being made in connection with a business combination
transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☒ No

Clarification of Response (if Necessary)

Item 11. Minimum Investment

Minimum investment accepted from any outside investor

\$

0

Item 12. Sales Compensation

Recipient

Recipient CRD Number

☐ No CRD Number

(Associated) Broker or Dealer

☐ None

Associated Broker or Dealer CRD Number

☐ No CRD Number

Street Address 1

Street Address 2

City

State/Province/Country

ZIP/Postal Code

States of Solicitation

☐ All States

| | | | | | | | | | | | | |
|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| <input type="checkbox"/> AL | <input type="checkbox"/> AK | <input type="checkbox"/> AZ | <input type="checkbox"/> AR | <input type="checkbox"/> CA | <input type="checkbox"/> CO | <input type="checkbox"/> CT | <input type="checkbox"/> DE | <input type="checkbox"/> DC | <input type="checkbox"/> FL | <input type="checkbox"/> GA | <input type="checkbox"/> HI | <input type="checkbox"/> ID |
| <input type="checkbox"/> IL | <input type="checkbox"/> IN | <input type="checkbox"/> IA | <input type="checkbox"/> KS | <input type="checkbox"/> KY | <input type="checkbox"/> LA | <input type="checkbox"/> ME | <input type="checkbox"/> MD | <input type="checkbox"/> MA | <input type="checkbox"/> MI | <input type="checkbox"/> MN | <input type="checkbox"/> MS | <input type="checkbox"/> MO |
| <input type="checkbox"/> MT | <input type="checkbox"/> NE | <input type="checkbox"/> NV | <input type="checkbox"/> NH | <input type="checkbox"/> NJ | <input type="checkbox"/> NM | <input type="checkbox"/> NY | <input type="checkbox"/> NC | <input type="checkbox"/> ND | <input type="checkbox"/> OH | <input type="checkbox"/> OK | <input type="checkbox"/> OR | <input type="checkbox"/> PA |
| <input type="checkbox"/> RI | <input type="checkbox"/> SC | <input type="checkbox"/> SD | <input type="checkbox"/> TN | <input type="checkbox"/> TX | <input type="checkbox"/> UT | <input type="checkbox"/> VT | <input type="checkbox"/> VA | <input type="checkbox"/> WA | <input type="checkbox"/> WV | <input type="checkbox"/> WI | <input type="checkbox"/> WY | <input type="checkbox"/> PR |

(Identify additional person(s) being paid compensation by checking this box ☐ and attaching Item 12 Continuation Page(s).)**Item 13. Offering and Sales Amounts**

(a) Total Offering Amount

\$

OR

☒ Indefinite

(b) Total Amount Sold

\$

4,725,000.00

(c) Total Remaining to be Sold

\$

OR

☒ Indefinite

(Subtract (a) from (b))

Clarification of Response (if Necessary)

Item 14. InvestorsCheck this box ☐ if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering:

N/A

Enter the total number of investors who already have invested in the offering:

10

Item 15. Sales Commissions and Finders' Fees Expenses

Provide separately the amount of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions

\$

0

☐ Estimate

Finders' Fees

\$

0

☐ Estimate

Clarification of Response (if Necessary)

Item 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0 ☐ Estimate

Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

Terms of Submission. In Submitting this notice, each identified issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees. Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or State action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

*This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box ☐ and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

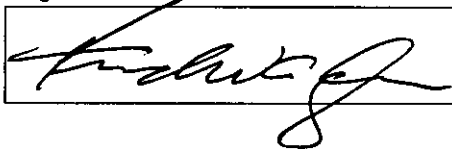
Issuer(s)

Highlander Partners Healthcare Fund LP

Name of Signer

Thad Waugh

Signature



Title

Manager of the General Partner of the General Partner of the Issuer

Date

Number of continuation pages attached:

1

March 5th, 2009

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

FORM D

U.S. Securities and Exchange Commission
Washington, DC 20549

Item 3 Continuation Page

Item 3. Related Persons (Continued)

| | | |
|--|---|-----------------|
| Last Name | First Name | Middle Name |
| HPHF UGP LLC | | |
| Street Address 1 | Street Address 2 | |
| 303 West Capitol Avenue | Suite 345 | |
| City | State/Province/Country | ZIP/Postal Code |
| Little Rock | AR | 72201 |
| Relationship(s): | <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter | |
| Clarification of Response (if Necessary) | General Partner of the General Partner of the Issuer | |

| | | |
|--|---|-----------------|
| Last Name | First Name | Middle Name |
| Wagh | Thad | |
| Street Address 1 | Street Address 2 | |
| 303 West Capitol Avenue | Suite 345 | |
| City | State/Province/Country | ZIP/Postal Code |
| Little Rock | AR | 72201 |
| Relationship(s): | <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter | |
| Clarification of Response (if Necessary) | Manager of the General Partner of the General Partner of the Issuer | |

| | | |
|--|---|-----------------|
| Last Name | First Name | Middle Name |
| Weaver | Nancy | |
| Street Address 1 | Street Address 2 | |
| 303 West Capitol Avenue | Suite 345 | |
| City | State/Province/Country | ZIP/Postal Code |
| Little Rock | AR | 72201 |
| Relationship(s): | <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter | |
| Clarification of Response (if Necessary) | Manager of the General Partner of the General Partner of the Issuer | |

| | | |
|--|--|-----------------|
| Last Name | First Name | Middle Name |
| | | |
| Street Address 1 | Street Address 2 | |
| | | |
| City | State/Province/Country | ZIP/Postal Code |
| | | |
| Relationship(s): | <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter | |
| Clarification of Response (if Necessary) | | |